

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Central Bancorp, Inc.		2 Issuer's employer identification number (EIN) 04-3447594	
3 Name of contact for additional information Jen Kingston	4 Telephone No. of contact 781-982-6858	5 Email address of contact jen.kingston@rocklandtrust.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 288 Union Street		7 City, town, or post office, state, and Zip code of contact Rockland, MA 02370	
8 Date of action 11/10/2012		9 Classification and description Stock	
10 CUSIP number 152418109	11 Serial number(s)	12 Ticker symbol CEBK	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **Effective November 10, 2012, Central Bancorp, Inc. ("Central"), a Massachusetts corporation, merged with and into Independent Bank Corp. ("Independent"), a Massachusetts corporation, with Independent as the surviving corporation (the "Merger").**

Pursuant to the terms of the Agreement and Plan of Merger by and between Independent and Central dated as of April 30, 2012 ("Merger Agreement"), upon completion of the Merger, each share of Central common stock outstanding at the effective time of the Merger was converted into the right to receive either \$32.00 in cash or 1.0533 shares of Independent common stock, at the election of each Central stockholder, subject to proration due to limitations on the aggregate amount of cash to be paid by Independent in the Merger and depending on the election of other Central stockholders, as specified in the Merger Agreement.

Upon closing the Merger, the shares of Central common stock, which had traded under the symbol "CEBK", ceased trading on, and were delisted from, the NASDAQ Stock Market LLC.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **A Central shareholder that exchanged each of its shares of Central common stock for shares of Independent common stock pursuant to the Merger must allocate the adjusted tax basis of its shares of Central common stock across the total (increased) number of Independent common stock received in the Merger (including any fractional share of Independent common stock deemed received and redeemed). If a Central shareholder exchanged each of its shares of Central stock for a combination of shares of Independent common stock and cash, the tax basis of the shares of Independent common stock received will be reduced by the amount of cash received (other than cash received in lieu of fractional shares of Independent common stock) and increased by the amount of gain, if any, recognized by the shareholder (other than gain resulting from the deemed receipt and redemption of a fractional share of Independent common stock). The actual tax basis will differ with respect to each former Central shareholder and, additionally, with regard to separate and distinct blocks of shares of Central common stock owned by any former Central shareholder. The holding period for the shares of Independent common stock received in the merger will generally include the holding period for the shares of Central common stock exchanged therefore.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **See item 15 above. With respect to a share of Central common stock exchanged solely for cash, the cash payment per share was \$32.00. With respect to a share of Central common stock exchanged solely for shares of Independent common stock, a Central shareholder received 1.0533 shares of Independent common stock. The price used in calculating cash payments made in lieu of the issuance of fractional shares of Independent common stock was \$29.5286.**

To calculate the basis of the Independent shares received divide the aggregate basis in the Central share given up in the exchange by the exchange ratio of 1.0533. For example, if a U.S. holder owned one share of Central with a basis of \$20, the basis in each share of the Independent stock received would be rounded up to \$18.99.

Aggregate basis in Central stock	\$20.00
Divided by exchange ratio	1.0533
Basis per share Independent stock received (rounded)	\$18.99
Basis allocated to fractional share deemed sold	\$ 1.01

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► _____
IRC Sections 354, 356, 358, 1001, 1221

18 Can any resulting loss be recognized? ► **The Merger is intended to qualify for U.S. federal income tax purposes as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. Therefore, for U.S. federal income tax purposes, as a result of the Merger, a U.S. holder of shares of Central common stock generally will only recognize gain (but not loss) in an amount not to exceed the cash received as part of the merger consideration. In addition, a U.S. holder of Central common stock who receives the entirety of his or her consideration in the form of cash generally will recognize gain or loss equal to the difference between the amount of cash received and the basis in his or her Central common stock. Further, for cash received in lieu of fractional shares of Independent common stock a U.S. holder generally will recognize gain or loss equal to the difference between the amount of cash received and the basis in his or her fractional share interest.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► **The Merger occurred on November 10, 2012. Therefore any gain or loss recognized with respect to the Merger should be reported by Central shareholders in the tax year which includes November 10, 2012 (e.g., calendar year shareholder would report the transaction on his or her federal income tax return filed for the 2012 calendar year).**

For additional information please refer to the full text of the Merger Agreement, which is included as Annex A in the Pre-Effective Amendment No. 1 to Independent's Form S-4 Registration Statement filed with the Securities Exchange Commission on July 31, 2012.

Central shareholders are urged to consult their own tax advisors with respect to their individual tax consequences of the Merger. The information in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purposes of avoiding penalties under the Internal Revenue Code of 1986, as amended.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
 Signature ► _____ Date ► _____

Paid Preparer Use Only	Print your name ► Signed copy available at the offices of Independent Bank Corp.	Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►	Firm's EIN ►				
	Firm's address ►	Phone no.				